

FORM BCA-55

(File in Duplicate)

(Do not write in this space)

Date Paid 2-20-67

License Fee \$

Franchise Tax \$

Filing Fee \$200

Clerk

49-522

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

413 32

MARSTELLER INC.

(Exact Corporate Name)

To PAUL POWELL,
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

MARSTELLER INC.

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

RESOLVED, that the aggregate number of shares which this corporation shall have authority to issue shall be 500,000 shares of common stock without par value.

P A I D

FEB 20 1967

Q. C. [unclear]

50-000

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 16,026; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	16,026

The difference between the above figures of 16,026 shares outstanding and entitled to vote and 16,270 shares issued is 244 shares reacquired by the corporation and now held as Treasury Shares.

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 14,994; and the number of shares voted against said amendment or amendments was None.

The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common	14,994	None

(Disregard these items unless the amendment restates the articles of incorporation.)

~~Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had _____ shares issued, itemized as follows:~~

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value
-------	-----------------	------------------	--

~~Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of \$ _____ and a paid-in surplus of \$ _____ or a total of \$ _____~~

51-000

(Disregard this Article where this amendment contains no such provisions.)

~~ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:~~

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

~~ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:~~

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

~~Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:~~

	Before Amendment	After Amendment
Stated capital	\$	\$
Paid-in surplus	\$	\$

52-000

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 30th day of January, 19 67.

MARSTELLER INC.

(Exact Corporate Name)

PLACE
(CORPORATE SEAL)
HERE

By Richard C. Christian
Its President

ATTEST:

[Signature]
Its Secretary

STATE OF ILLINOIS
COUNTY OF COOK ss.

I, ROBERT E. LE BEAU, a Notary Public, do hereby certify that on the 30th day of January, 19 67, Richard C. Christian personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Robert E. Le Beau
Notary Public

PLACE
(NOTARIAL SEAL)
HERE

Form BCA-55

Box 2543 File 732

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

MARSTELLER INC.

FILE IN DUPLICATE

Filing Fee \$20.00

Filing Fee for Re-Statd Articles \$50.00

(2225-15N-1-66)

Certificate Number 10918

53-599



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

MARSTELLER INC.

have been filed in the Office of the Secretary of State on the 24th day of December A.D. 1969, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, PAUL POWELL, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this 24th day of December A.D. 1969 and of the Independence of the United States the one hundred and 94th.

(SEAL)

Paul Powell

SECRETARY OF STATE



FORM BCA-55

(File in Duplicate)

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

MARSTELLER INC.

(Exact Corporate Name)

To PAUL POWELL,
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

MARSTELLER INC.

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

ARTICLE FIVE, Section 2, is hereby amended by adding thereto the following:

"None of the shareholders of this corporation shall be entitled as a matter of right to acquire any part of any unissued stock or of any class of stock hereafter authorized, but any such stock may be issued pursuant to resolution of the Board of Directors as it may determine and as may be permitted by law without action by the shareholders."

54-000
(Do not write in this space)

Date Paid	12-14-57
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 25.00
Clerk	mp

5281 40

55-500

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 66,580; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	66,094

The difference of 486 between the number of shares outstanding and the number of shares entitled to vote is because 486 shares were reacquired by the corporation and are now held

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 66094; and the number of shares voted against said amendment or amendments was None

The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common	66094	None

(Disregard these items unless the amendment restates the articles of incorporation.)

Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had _____ shares issued, itemized as follows:

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value
-------	-----------------	------------------	--

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of \$ _____ and a paid-in surplus of \$ _____ or a total of \$ _____.

56-622

(Disregard this Article where this amendment contains no such provisions.)

~~ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:~~

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

~~ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:~~

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

~~Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:~~

	Before Amendment	After Amendment
Stated capital.....\$		\$
Paid-in surplus.....\$		\$

57-000

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its Assistant Secretary, this 4th day of December, 19 69

MARSTELLER INC.

(Exact Corporate Name)

PLACE
(CORPORATE SEAL)
HERE

By [Signature]
Its President

ATTEST:

[Signature]
Its Asst. Secretary

STATE OF ILLINOIS
COUNTY OF COOK ss.

I, [Signature], a Notary Public, do hereby certify that on the 4th day of December, 19 69, RICHARD C. CHRISTIAN personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

[Signature]
Notary Public

PLACE
(NOTARIAL SEAL)
HERE

Form BCA-55

Box _____ File _____

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

MARSTELLER INC.

Herrick, McNeill, McElroy
& Peregrine
105 W. Madison Street
Chicago, Illinois 60602

DEC 24 1969

FILE IN DUPLICATE

Filing Fee \$25.00

Filing Fee for Re-Statd Articles \$100.00

(Rev. 2-Req. 134-11460-203-6-67) 117-0

48

Form 1
(BCA)

Date 3-6-63

Filing Fee \$ 1-

Clerk 533 2531

58-522

**CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY
A FOREIGN OR DOMESTIC CORPORATON OF ILLINOIS**

PAYD

MAR - 6 1963

Charles F. Carpentier
Secretary of State

STATE OF Illinois
Cook COUNTY } ss.

TO CHARLES F. CARPENTIER,
Secretary of State,
Springfield, Illinois

The undersigned corporation, organized and existing under the laws of the State of Ill
for the purpose of changing its registered agent and its registered office, or both, in Illinois as provided
by "The Business Corporation Act," of Illinois represents that:

1. The name of the corporation is Marsteller Inc.

2. The address, including street and number, if any, of its present registered office (*before change*)
is 185 North Wabash

3. Its registered office (including street and number if any change in the registered office is to
be made) is hereby changed to One East Wacker Drive
Chicago (1), Illinois
Zone

4. The name of its present registered agent (*before change*) is Wm. A. Marsteller

5. The name of the new registered agent is Wm. A. Marsteller

6. The address of its registered office and the address of the business office of its registered agent, as
changed, will be identical.

7. Such change was authorized by resolution duly adopted by the board of directors.

(OVER)

49 59-502

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its Vice President, attested by its Assistant Secretary, this 26th day of February, A. D. 19 63

Marsteller Inc.

(Exact Corporate Title)

By Raymond J. Frank
Vice President

Place
(Corporate Seal)
Here

Attest:

James M. K. M.
Assistant Secretary

STATE OF Illinois
COUNTY OF Cook } ss.

I, Ella Radtke, a Notary Public, do hereby certify that on the 26th day of February, A.D. 19 63, personally appeared before me Raymond J. Frank who declares he is Vice President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place
(Notarial Seal)
Here

Ella Radtke
Notary Public

My Commission Expires 12-9-65

(BCA)
Form 1
Box 2503 File 732

CHANGE OF REGISTERED AGENT
AND OFFICE OF

MARSTELLER INC.

Filing Fee \$1.00

NOTICE

This certificate must be filed in duplicate. The corporation cannot act as its own registered agent.

The registered office may, but need not be, the same as the place of business of the corporation, but the registered office and the address of the registered agent must be the same.

Any subsequent change in the registered office or agent must be reported immediately to the Secretary of State on blanks furnished for that purpose.

FILED

MAR 6 - 1963

Sheldon S. Carpenter
Secretary of State



To all to whom these Presents Shall Come, Greeting:

I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois, do hereby
certify that MARSTELLER INC., a domestic corporation, incorporated
under the laws of this State March 13, 1937, appears to
have complied with all the provisions of the Business
Corporation Act of this State, relating to the filing of
Annual Reports and payment of franchise taxes, and as of
this date, is in Good Standing as a domestic corporation
of the State of Illinois.

In Testimony Whereof, I hereto set my hand and cause to





To all to whom these Presents Shall Come, Greeting:

I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois,
do hereby certify that the following and hereto attached is a true
photostatic copy of the Articles of Incorporation and all
Amendments thereto, to date, including last Certificate of
Change of Registered Agent and Registered Office, of
MARSTELLER INC.,

the original of which is now on file and a matter of record in this office.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.
Done at the City of Springfield this 26th
day of September AD 1973.



Michael J. Howlett

CERTIFIED COPY

OF

STATE OF ILLINOIS,

Office of the

Secretary of State

14269-522

Certificate Number 14727



To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of Incorporation duly signed and verified of*
COMMERCIAL ADVERTISING AGENCY INC.

have been filed in the Office of the Secretary of State on the **18th**
day of **March** *A.D. 19* **87** *, as provided by "THE BUSINESS*
CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, EDWARD J. HUGHES, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law do hereby issue this certificate of
incorporation and attach thereto a copy of the Articles of Incorporation
of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois.
Done at the City of Springfield this **18th**
day of **March** *A.D. 19* **87** *and*
of the Independence of the United States
the one hundred and **61st.**

Edward J. Hughes

SECRETARY OF STATE.

FORM B

BEFORE ATTEMPTING TO EXECUTE THESE BLANKS BE SURE TO READ CAREFULLY
THE INSTRUCTIONS ON THE BACK THEREOF.

(THESE ARTICLES MUST BE FILED IN DUPLICATE.)

PAID

MAR 13 1937

I. F. 3 63 M
P. T. 3 13.37 M
P. F. 3 20 65

STATE OF ILLINOIS,
Cook COUNTY.

To EDWARD J. HUGHES, Secretary of State:

We, the undersigned,

Name	Number	Street	Address City	State
MAURICE BLINK	440 S. Dearborn Street	Chicago,	Illinois	
E. A. GEBHARDT	440 S. Dearborn Street	Chicago,	Illinois	
W. I. BROCKSON	440 S. Dearborn Street	Chicago,	Illinois	

PAGE

LINE

0268 MAR 13 '37 4

being natural persons of the age of twenty-one years or more and subscribers to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The Business Corporation Act of 1906" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

15 ARTICLE ONE

The name of the corporation is: COMMERCIAL ADVERTISING AGENCY INC.

ARTICLE TWO

The address of its initial registered office in the State of Illinois is: 440 South Dearborn
Street, in the City of Chicago County of Cook and
the name of its initial Registered Agent at said address is: E. A. GEBHARDT

ARTICLE THREE

The duration of the corporation is: Ninety Nine Years

3-4268-
522

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

The purchase and sale of space for advertising and the rendering of all services incident to the operations of an advertising business.

ARTICLE FIVE

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is.....250....., divided into.....ONE.....classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Class	Series (If any)	Number of Shares	Par value per share or statement that shares are without par value
Common	None	250	No par value

PARAGRAPH 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

None

ARTICLE SIX

The class and number of shares to be issued by the corporation before it shall commence business and the consideration (expressed in dollars) to be received by the corporation therefor, are:

Class of shares	Number of shares	Consideration to be received therefor,
Common	250	\$1250.00
		\$
		\$
		\$
		\$
		\$

ARTICLE SEVEN

The number of directors to be elected at the first meeting of the shareholders is:.....Three.....

5-4268
522

ARTICLE EIGHT

PARAGRAPH 1: It is estimated that the value of all property to be owned by the corporation for the following year, wherever located will be \$ 1500.00

PARAGRAPH 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$ 1500.00

PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$ 10,000.00

PARAGRAPH 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$ 10,000.00

Maurice T. Blum
Washington J. Brooks
Ernest A. Gehhardt

Incorporators.

OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS,

Shannon County, ss.

I, *James A. Gosen*, a Notary Public do hereby certify that on the

11th day of *March*, 1937, *Maurice Blum; Washington J. Brooks; Ernest A. Gehhardt*

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

James A. Gosen

Notary Public

FORM B

Box.....

File.....

FILED
ARTICLES OF INCORPORATION

1937

-of- *Adverse*

COMMERCIAL ADVERTISING AGENCY INC.

The following fees are required to be paid at date of issuing certificate of incorporation: Initial license fee of 50c per \$1000.00; filing fee \$20.00; franchise tax of 1/20 of 1% of the amount of stated capital and paid-in surplus which the corporation is to receive for the shares issued before it commences business, provided for the issue of \$20,000.00 or less the minimum franchise tax is as follows: January, \$15; February, \$14.17; March, \$13.34; April, \$12.50; May, \$11.67; June, \$10.84; July, \$10.00; Aug., \$9.17; Sept., \$8.34; Oct., \$7.50; Nov., \$6.67; Dec., \$5.84.

In excess of \$20,000.00 the franchise tax per \$1000.00 is as follows: Jan., \$4.76; Feb., \$4.709; March, \$4.667; April, \$4.625; May, \$4.584; June, \$4.542; July, \$4.50; Aug., \$4.458; Sept., \$4.417; Oct., \$4.375; Nov., \$4.333; Dec., \$4.2916.

All stock issued in excess of the amount represented in the Articles of Incorporation to be issued by the Corporation before it shall commence business must be reported within 60 days from date of issuance thereof and franchise tax and initial license fees paid thereon; otherwise, the corporation is subject to a penalty of 1% for each month on the amount until reported and subject to a fine not to exceed \$500.00.

The same fees are required for a subsequent issue of stock except the filing fee is \$1.00 instead of \$20.00.

2503

195732

No.

Articles of Incorporation

of

COMMERCIAL ADVERTISING AGENCY
INC.

CHGO

Capital Stock, ~~100~~ 250 000 \$
Com.;

Duration 99 years

FILED

APR 10 1937

Edmund J. Hughes
Secy. of State.

7-4268-592
Certificate Number 7049



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

COMMERCIAL ADVERTISING AGENCY INC.

have been filed in the Office of the Secretary of State on the 17th day of December A.D. 1938, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, EDWARD J. HUGHES, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this 17th day of December A.D. 1938 and of the Independence of the United States the one hundred and 63rd.

(SEAL)

Edward J. Hughes
SECRETARY OF STATE

8 4268-
DATE 12/17/38
FILING FEE \$ 20.00
CLERK WES

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

COMMERCIAL ADVERTISING AGENCY INC

To EDWARD J. HUGHES
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

COMMERCIAL ADVERTISING AGENCY INC

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

Resolved: that the aggregate number of shares of stock which the corporation shall be authorized to issue be increased from Two Hundred Fifty (250) shares of common stock without par value to Two Thousand Six Hundred Twenty-five (2625) shares of common stock without par value

RECEIVED
PAGE
1320 DEC 19 '38 49

Edward J. Hughes
Secretary of State

9-4268
522

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 250 ; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	250

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 250 ; and the number of shares voted against said amendment or amendments was none .
The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common	250	none

10-4268
222

(Disregard this Article where the amendments contain no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows:

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:

(Disregard this Paragraph where amendments do not affect stated capital and paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:

	Before Amendment	After Amendment
Stated capital.....\$		\$
Paid-in surplus.....\$		\$

11-4268-
522

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 16th day of December, 1938.

(CORPORATE SEAL)

COMMERCIAL ADVERTISING AGENCY INC.

By *M. Maurice Blink*
Its President

ATTEST:

L. J. Blink
Its Secretary

STATE OF ILLINOIS }
COUNTY OF Cook } ss.

I, *Francis R. Battymon* a Notary Public, do hereby certify that
on the 16 day of December 1938, Maurice Blink personally
appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in
the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Francis R. Battymon
Notary Public.

(Notarial Seal)

Box 2503 File 195732

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

COMMERCIAL ADVERTISING AGENCY INC

increased number of shares from
50 Shs NPV to 2625 Shs NPV

FILED

DEC 17 1938

Edward J. Gillingham

Filing Fee \$20.00

Certificate Number 11588

10-4268
522



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation
duly signed and verified of

COMMERCIAL ADVERTISING AGENCY INC.

have been filed in the Office of the Secretary of State, on the 19th
day of August A. D. 1943, as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, EDWARD J. HUGHES, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
amendment and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, Thereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield this 19th
day of August A. D. 1943 and
of the Independence of the United States
the one hundred and 68th.

(SEAL)

Edward J. Hughes

SECRETARY OF STATE.

17.
426.8
DATE 8-19-43
FILING FEE \$ 40-
CLERK W E L

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RECEIVED
PAGE PAYMENT LINE
1019 AUG 19 '43 29

TO EDWARD J. HUGHES
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

14-4268-
33

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was **Two Thousand Five Hundred**; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	2500

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was **Two Thousand Two Hundred Fifty**; and the number of shares voted against said amendment or amendments was **none**. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common	2250	none

(Disregard this Article where the amendments contain no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows:

15-
4268
500

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:

(Disregard this Paragraph where amendments do not affect stated capital and paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:

	Before Amendment	After Amendment
Stated capital	\$	\$
Paid-in surplus	\$	\$

16-4268
032

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its corporate seal to be hereto affixed. Witnessed by its Secretary, this _____ day of _____, 1943.

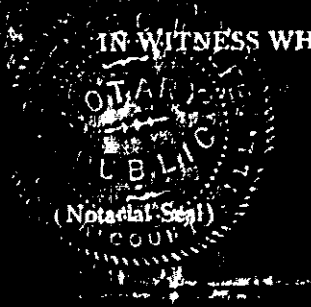


By Ernest A. Gebhardt
Its President

ATTEST:
MKC Mabel R. Gebhardt
Its Secretary

STATE OF INDIANA
COUNTY OF COCY } ss.

I, Ernest C. Wolfe
on the _____ day of _____, 1943, a Notary Public, do hereby certify that Ernest A. Gebhardt personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.



IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Ernest C. Wolfe
Notary Public
My commission expires Apr. 17, 1945

Box 2503 File 732
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
Commercial Advertising Agency Inc.
changed name to
Gebhardt And Brockson, Inc.

FILED
AUG 19 1943
Ernest C. Wolfe
Notary Public

Filing Fee \$20.00

47-4267-222
Certificate Number 38

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Merger duly signed and verified of
COMMERCIAL ART ENGRAVING COMPANY merged into GIEHARDT AND BROCKSON,
INC.

have been filed in the Office of the Secretary of State on the 31st
day of December A.D. 19 46 as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A.D. 1933 as amended;

Now Therefore, I, EDWARD J. BARRETT, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
merger and attach thereto a copy of the Articles of Merger
of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 31st
day of December A.D. 19 46 and
of the Independence of the United States
the one hundred and 71st

(SEAL)

Edward J. Barrett

SECRETARY OF STATE

ARTICLES OF
MERGER
~~CONSOLIDATION~~

(Strike Inapplicable Word)

To EDWARD J. BARRETT,
Secretary of State,
Springfield, Illinois.

The undersigned corporations, pursuant to Section 65 of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~consolidation~~ ^{merger}

ARTICLE ONE

The plan of ~~for consolidation~~ ^{merger} is as follows:

SEE ATTACHED SHEETS

8-4268-522
(Do not write in this space)

Date Paid 12-31-46
Filing Fee \$ 20.00
License Fee \$
Franchise Tax \$

Clerk

RHR

1509 9

PAID

DEC 3 1 1946

Edward J. Barrett
Secretary of State

19-4268
522

ARTICLE TWO

As to each corporation, the number of shares outstanding, and the number and designation of the shares of any class entitled to vote as a class, are:

Name of Corporation.	Total Number of Shares Outstanding. (Common)	Designation of Class Entitled to Vote as a Class (If any).	No. of Shares of Such Class (If any).
*.	2,200	None	None
*. *250 shares are held in the treasury	250	None	None

40-11268-522

PLAN OF MERGER

(a) COMMERCIAL ART ENGRAVING COMPANY, an Illinois corporation, shall be merged into GEBHARDT and BROCKSON, INC., an Illinois corporation, which shall be the surviving corporation.

(b) The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

- (1) GEBHARDT and BROCKSON, INC. and COMMERCIAL ART ENGRAVING COMPANY shall become a single corporation which shall be GEBHARDT and BROCKSON, INC., the surviving corporation. The separate existence of COMMERCIAL ART ENGRAVING COMPANY shall cease but the existence of GEBHARDT and BROCKSON, INC. shall continue.
- (2) GEBHARDT and BROCKSON, INC. shall, upon the issuance of a certificate of merger by the Secretary of State, possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merged corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in GEBHARDT and BROCKSON, INC. without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.
- (3) GEBHARDT and BROCKSON, INC. shall be responsible and liable for all of the liabilities and obligations of both of the corporations merged.
- (4) The aggregate amount of the net assets of GEBHARDT and BROCKSON, INC. and COMMERCIAL ART ENGRAVING COMPANY available for the payment of dividends immediately prior to the merger shall

continue to be available for the payment of dividends by GEEHARDT and BROCKSON, INC., and the aggregate amount of stated capital and paid in surplus of GEEHARDT and BROCKSON, INC. after the merger shall be the total of stated capital and paid in surplus of GEEHARDT and BROCKSON, INC. and COMMERCIAL ART ENGRAVING COMPANY immediately prior to the merger.

- (5) After December 1, 1946, neither GEEHARDT and BROCKSON, INC. nor COMMERCIAL ART ENGRAVING COMPANY shall dispose of any assets or incur any liabilities, except in the ordinary course of business, or issue any additional shares, until the merger is consummated.

(c) The manner and basis of converting the shares of COMMERCIAL ART ENGRAVING COMPANY into shares or other securities or obligations of GEEHARDT and BROCKSON, INC. are as follows:

- (1) The number of shares which GEEHARDT and BROCKSON, INC. will have authority to issue upon approval of the Articles of Merger by the Secretary of State will be:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement that Shares Are Without Par Value</u>
Preferred	200	\$ 100.00
Common	4,000	Without Par Value

- (2) The number of issued shares of GEEHARDT and BROCKSON, INC. is:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement that Shares Are Without Par Value</u>
Common	2,500 (250 of which is Treasury Stock)	Without Par Value

A-4268-522

(3) The number of issued shares of COMMERCIAL ART ENGRAVING COMPANY is:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement that Shares Are Without Par Value</u>
Common	250	\$ 5.00

(4) Upon the issuance of a Certificate of Merger by the Secretary of State each of the 250 common shares of COMMERCIAL ART ENGRAVING COMPANY now issued shall be changed into and be and become three full paid and nonassessable common shares of GEBHARDT and BROCKSON, INC. Certificates for shares of GEBHARDT and BROCKSON, INC. shall be issued in place and upon surrender of certificates of shares of COMMERCIAL ART ENGRAVING COMPANY now issued, on the aforesaid basis; provided, however, that upon this merger becoming effective, the holders of said shares of COMMERCIAL ART ENGRAVING COMPANY now issued shall thereupon cease to be holders of said shares and shall be and become holders of shares of GEBHARDT and BROCKSON, INC. upon the basis hereinabove specified, whether or not certificates representing shares of GEBHARDT and BROCKSON, INC. are then issued and delivered.

(c) The following is a statement of all changes in the Articles of Incorporation of GEBHARDT and BROCKSON, INC. to be effected by the merger:

(1) The purposes for which GEBHARDT and BROCKSON, INC. is organized are enlarged by adding thereto the following purposes:

To design, engrave, print and publish all matters and things pertaining to art, advertisement and commercial work; to acquire, own, use, convey and otherwise dispose of and deal in real property or any interest therein without limitation.

- (2) The period of duration of GERNHARDT and BROCKSON, INC. is changed so that the period of duration is perpetual.
- (3) The aggregate number of shares of common stock which GERNHARDT and BROCKSON, INC. is authorized to issue is changed from Two Thousand Six Hundred and Twenty-five (2,625) shares of common stock, without par value, to Four Thousand (4,000) shares of common stock, without par value.
- (4) The aggregate number of preferred stock which GERNHARDT and BROCKSON, INC. is authorized to issue is changed from none to Two Hundred (200) shares, having a par value of One Hundred Dollars (\$100.00) per share.
- (5) The preferences, qualifications, limitations, restrictions and such other relative rights in respect to the shares of each class of stock of GERNHARDT and BROCKSON, INC., as set forth above, shall be: The holders of preferred shares shall be entitled to receive, when and as declared by the board of directors, dividends at the rate of Six Dollars (\$6.00) per share per annum and may be entitled to such further dividends as the board of directors may from time to time declare. However, dividends on preferred shares shall not be accumulative but shall in any year, be paid, or shall be declared and a sum sufficient for the payment thereof set apart, before any dividends shall be declared or paid on the common shares in any year. Whenever dividends to the extent of Six Dollars (\$6.00) per share on the preferred stock shall have been declared for any year, and the corporation shall either have paid such dividends or shall have set apart a sum sufficient for the payment thereof, then the board of directors may declare and the corporation may pay dividends on the common shares as permitted by law. In the event of any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the holders of the then outstanding preferred shares shall be entitled to receive in respect thereof One

44-4267-522

Hundred and Five Dollars (\$105.00) per share; after such payment to the holders of preferred shares, the remaining assets and funds of the corporation shall be distributed pro rata among the holders of the common shares. A consolidation, merger, or re-organization of the corporation with any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation shall not be considered a dissolution, liquidation or winding up of the corporation within the meaning of these provisions. The whole or any part of the preferred shares may be called for redemption and redeemed at any time at the option of the board of directors upon thirty (30) day's notice by mail to the holders of record of such shares given in such manner as may be determined and proscribed by Resolution of the board of directors by paying therefor in cash the redemption price of One Hundred and Five Dollars (\$105.00) per share. If at any time less than the whole of the preferred shares then outstanding shall be called for redemption, the preferred shares so called for redemption shall be determined by lot. If the funds necessary to effect such redemption shall be and continue available therefor, then after the date so fixed for redemption all rights and privileges existing in the preferred shares so called for redemption, including the right to dividends thereon, shall cease, except the right to be paid the redemption price. Preferred shares which are redeemed may be cancelled or may be held as Treasury Stock as determined by the board of directors. The preferred shares may be issued to such persons, firms, or corporations, who need not be stockholders, and upon such terms and for such consideration, not less than the par value thereof, as the board of directors may from time to time determine and such shares may be so issued without first offering the same to the other shareholders of the corporation.

(c) This Plan of Merger shall be deemed to have been

As 4248-322

-6-

abandoned and shall not be binding on either GERHARDT and LINCOLN, INC. or COMMERCIAL ART ENGRAVING COMPANY, unless a certificate of merger shall have been issued by the Secretary of State on or before January 15, 1947.

ARTICLE THREE

26-4268
522

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation.	Total Shares Voted For.	Total Shares Voted Against.	Class.	Shares Voted For.	Shares Voted Against.
GEBHARDT and BROOKSON, INC.	2,250	None		None	
COMMERCIAL ART ENGRAVING COMPANY	250	None		None	

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger (~~consolidation~~) to be executed in its name by its _____ President attested by its _____ Secretary, this 21st day of December 19 46

GEBHARDT and BROOKSON, INC.

By Earnest A. Gebhardt
Its (President) or (Vice-President)

Place
(Corporate Seal.)
Here

Attest:

Mae K. Gebhardt
Its (Secretary) or (~~Assistant Secretary~~)

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I, FRANCES B. FULLERTON, a Notary Public, do hereby certify that on the 21st day of December, A. D. 19 46, personally appeared before me EARNEST A. GEBHARDT who declares he is _____ President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles of merger (or consolidation) in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Frances B. Fullerton
Notary Public.

Place
(Notarial Seal.)
Here

27-4267-522

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger (or consolidation) to be executed in its name by its _____ President attested by its _____ Secretary, this 21st day of December 19 46

COMMERCIAL ART ENGRAVING COMPANY

By Ernest A. Gebhardt
Its (President) or (Vice-President)

Place
(Corporate Seal.)
Here

Attest:
Maria K. Gebhardt
Its (Secretary) or (Assistant Secretary)

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I, FRANCES B. FULLERTON, a Notary Public, do hereby certify that on the 21st day of December, A. D. 19 46, personally appeared before me ERNEST A. GEBHARDT who declares he is _____ President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles of merger (or consolidation) in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Frances B. Fullerton
Notary Public.

Place
(Notarial Seal.)
Here

Box 2503 File 732

ARTICLES OF
MERGER or CONSOLIDATION
OF

COMMERCIAL ART ENGRAVING COMPANY

FILED
DEC 31 1946
Ernest A. Gebhardt

Filing Fee, \$20.00.

Certificate Number

9369

28-4268-
622

STATE OF ILLINOIS

OFFICE OF
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation*
duly signed and verified of

GERHARDT AND BROCKSON, INC.

have been filed in the Office of the Secretary of State, on the 23rd
day of April *A. D. 19* 51 *, as provided by "THE BUSINESS*
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, EDWARD J. BARRETT, Secretary of State of the State of Illinois
by virtue of the powers vested in me by law, do hereby issue this certificate of
amendment, and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois
Done at the City of Springfield this 23rd
day of April *A. D. 19* 51 *and*
of the Independence of the United States
the one hundred and 75th.

29-4261-
339

(Do not write in this space)

Date Paid 4-23-51
 Initial License Fee \$
 Franchise Tax \$
 Filing Fee \$ 20.
 Clerk *W. E. L.*

(File in Duplicate)

ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF

523 30

GEBHARDT AND BROCKSON, INC.
 (Exact Corporate Name)

To EDWARD J. BARRETT
 Secretary of State
 Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

GEBHARDT AND BROCKSON, INC.

PAID

APR 23 1951

Edward J. Barrett
 Secretary of State

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

- (1) The corporate name is changed to
 MARSTELLER, GEBHARDT AND REED, INC.
- (2) The aggregate number of shares which this corporation has authority to issue shall be 5000 shares of common stock without par value.

30-1268-
332

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 1862
common; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	1862

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 1862 common; and the number of shares voted against said amendment or amendments was None. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Against
-------	----------------------------	---------

Not applicable

314205

(Disregard this Article where the amendments contain no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows:

Not applicable

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:

Not applicable

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:

	Before Amendment	After Amendment
Stated capital	•	•
Paid-in Surplus ...	•	Not applicable

32 4/26/51
500

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 20th day of April, 1951.

GEBHARDT AND BROCKSON, INC.

(Exact Corporate Name)

PLACE
(CORPORATE SEAL)
HERE

By _____

Its

President

Attest:

Its

Secretary

STATE OF ILLINOIS

COUNTY OF COOK

ss.

I, Shirley M. Wells a Notary Public, do hereby certify that on the 20th day of April, 1951, Ernest A. Gebhardt personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Shirley M. Wells

Notary Public.

PLACE
(NOTARIAL SEAL)
HERE

Form 22-55

Box VS03 File 732

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

GEBHARDT AND BROCKSON, INC.
CHANGE OF NAME

Increase & Reclassification of
authorized shares from 4,000 Shs Npv
& 200 Shs. P.V. to 5,000 Shs Npv

FILED

APR 23 1951

Ernest A. Gebhardt
Sec'y of State

FILE IN DUPLICATE

Filing Fee \$20.00

33-111

Certificate Number 2941



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

MARSTELLER, GEBHARDT AND REED, INC.

have been filed in the Office of the Secretary of State on the 4th day of February A.D. 1955, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 4th day of February A.D. 1955 and of the Independence of the United States the one hundred and 79th.

(SEAL)

Charles F. Carpentier

SECRETARY OF STATE

84-522

Form BCA-55

DATE

FILING FEE \$

CLERK

(File in Duplicate)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

175 21

MARSTELLER, GEBHARDT and REED, INC.
(Exact Corporate Name)

CHARLES F. CARPENTIER
To ~~KIMMARD~~
Secretary of State
Springfield, Illinois

PAID

FEB 4 1955

Chas. F. Carpentier
Secretary of State

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

MARSTELLER, GEBHARDT and REED, INC.

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

The name of the corporation is hereby changed

from MARSTELLER, GEBHARDT and REED, INC.

to MARSTELLER, RICKARD, GEBHARDT and REED, INC. 4

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

~~ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 3391; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:~~

Class

Number of Shares

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 3391; and the number of shares voted against said amendment or amendments was None. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class

Number of Shares Voted

For

Against

3391

None

86-522

4

(Disregard this Article where the amendments contain no such provisions.)

~~ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows:~~

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

~~ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:~~

(Disregard this Paragraph where amendments do not reduce stated capital.)

~~Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:~~

	Before Amendment	After Amendment
Stated capital \$		\$
Paid-in Surplus ... \$		\$

87-522

61

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 31st day of January 1955

MARSTELLER, GEBHARDT and REED, INC.

(Exact Corporate Name)

PLACE
(CORPORATE SEAL)
HERE

By

Its

President

Attest:

Richard C. Christian
Its Secretary

STATE OF ILLINOISCOUNTY OF COOK

ss.

I, William J. McNeill, a Notary Public, do hereby certify that on the 31st day of January 1955, W. A. MARSTELLER personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

William J. McNeill

Notary Public.

PLACE
(NOTARIAL SEAL)
HERE

Form BC-55

Box

1503 File 732

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

MARSTELLER, GEBHARDT and

REED, INC.

N.C. to Marsteller, Rickard, Gebhardt and Reed, Inc.

FILED

FEB 4 - 1955

Charles S. Clafford
Secretary of State.

FILE IN DUPLICATE

Filing Fee \$20.00

65

3 1/2 x 5 1/2

Certificate Number

3884



To all to whom these presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation*
duly signed and verified of

MARSTELLER, RICKARD, GEBHARDT AND REED, INC.

have been filed in the Office of the Secretary of State on the 14th
day of **September** *A. D. 19* 55, *as provided by "THE BUSINESS*
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois
by virtue of the powers vested in me by law, do hereby issue this certificate of
amendment and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, *I have set my hand and cause to*
be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 14th
day of **September** *A. D. 19* 55 *and*
of the Independence of the United States
the one hundred and 80th.

(SEAL)

Charles F. Carpentier
SECRETARY OF STATE.

(Do not write in this space)

Date Paid 7-14-55
Initial License Fee \$
Franchise Tax \$
Filing Fee \$ 20.00
Clerk \$ 2.50

(FILE IN DUPLICATE)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MARSTELLER, RICKARD, GEBHARDT and REED, INC.
(Exact Corporate Name)

CHARLES F. CARPENTIER
To ~~RECEIVED BY SECRETARY OF STATE~~
Secretary of State
Springfield, Illinois

1888 20

PAID

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The Name of the corporation is:

MARSTELLER, RICKARD, GEBHARDT and REED, INC.

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

The aggregate number of shares which this corporation shall have authority to issue shall be 50,000 shares of common stock without par value.

40-500

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 3551
Common; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	3,551

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 3551; and the number of shares voted against said amendment or amendments was None.
The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Number of Shares Voted Against
Common	3,551	None

41-522

(Disregard this Article where the amendments contain no such provisions.)

~~ARTICLE FIFTH: The manner in which the exchange, reclassification,~~
or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows.

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

~~ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:~~

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

~~Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:~~

	Before Amendment	After Amendment
Stated capital.....	\$	\$
Paid-in Surplus.....	\$	\$

42-592

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 1st day of September, 1955

MARSTELLER, RICKARD, GEBHARDT and REED, INC.

(Exact Corporate Name)

PLACE
(CORPORATE SEAL)
HERE

By

Wm. A. Marsteller

Its

President

Attest:

Richard C. Christian

Its

Secretary

STATE OF ILLINOIS
COUNTY OF COOK } ss.

I, William T. McNeill, a Notary Public, do hereby certify that on the 1st day of September, 1955, WM. A. MARSTELLER personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

William T. McNeill

Notary Public.

PLACE
(NOTARIAL SEAL)
HERE

Form BCA-55

Box 2563 File 732

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

MARSTELLER, RICKARD, GEBHARDT
AND REED, INC.

Inc. No. Auth. Shs. from
5,000 NPV to 50,000 NPV
FILED

SEP 14 1955

Charles S. [Signature]
Secretary of State.

FILE IN DUPLICATE

Filing Fee \$20.00

Certificate Number

15292

SAVING OLD ILLINOIS

OFFICE OF
THE SECRETARY OF STATE



To all to whom these presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation
duly signed and verified of
MARSTELLER, RICKARD, GEBHARDT AND REED, INC.

have been filed in the Office of the Secretary of State on the 2nd
day of October A.D. 1961, as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
amendment and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to
be affixed the Great Seal of the State of Illinois,
Done at the City of Springfield this 2nd
day of October A.D. 1961 and
of the Independence of the United States
the one hundred and 86th.

(SEAL)

Charles F. Carpentier

SECRETARY OF STATE

(File in Duplicate)

(Do not write in this space)

Date Paid 10-2-61
 License Fee \$
 Franchise Tax \$
 Filing Fee \$30.00
 Clerk M.P.

**ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF**

2584 10

MARSTELLER, RICKARD, GEBHARDT and REED, INC.
 (Exact Corporate Name)

To CHARLES F. CARPENTIER,
 Secretary of State
 Springfield, Illinois

PAID
 OCT - 2 1961
 Charles F. Carpentier
 Secretary of State

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:
MARSTELLER, RICKARD, GEBHARDT and REED, INC.

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

The name of the corporation is hereby changed
from **MARSTELLER, RICKARD, GEBHARDT and REED, INC.**
to **MARSTELLER INC.**

45-111
(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 16,270; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class

Number of Shares

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 15,876; and the number of shares voted against said amendment or amendments was . The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class

Number of Shares Voted
For Against

(Disregard these items unless the amendment restates the articles of incorporation.)

Item 1. ~~On the date of the adoption of this amendment restating the articles of incorporation, the corporation had shares issued, itemized as follows:~~

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value
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Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of \$ and a paid-in surplus of \$ or a total of \$.

46-502

(Disregard this Article where this amendment contains no such provisions.)

~~ARTICLE FIFTH:~~ The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:

	Before Amendment	After Amendment
Stated capital.....\$		\$
Paid-in surplus.....\$		\$

47-012

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its Secretary, this 21st day of September, 19 61.

MARSTELLER, RICKARD, GEBHARDT and REED, INC.

PLACE
(CORPORATE SEAL)
HERE

(Exact Corporate Name)
By Richard C. Christian
Its President

ATTEST:

Ella Padake
Its Asst. Secretary

STATE OF ILLINOIS
COUNTY OF COOK } ss.

I, Richard C. Christian, a Notary Public, do hereby certify that on the 21st day of September, 19 61, RICHARD C. CHRISTIAN personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

PLACE
(NOTARIAL SEAL)
HERE

Richard C. Christian
Notary Public

Form 8CA-10

Box 2563 File 732

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

MARSTELLER, RICKARD,
GEBHARDT and REED, INC.

Change of Name

FILED

SEP 2 1961

Charles D. Christian
Secretary of State

FILE IN DUPLICATE

Filing Fee \$20.00

Filing Fee for Re-Statd Articles \$50.00

(25432-20M-11-60)

Certificate Number

4366

48-000

STATE OF ILLINOIS

OFFICE OF
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation
duly signed and verified of
HARSTER, INC.

have been filed in the Office of the Secretary of State on the 20th
day of February A.D. 19 07, as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, PAUL POWELL, Secretary of the State of Illinois,
by virtue of the powers vested in me by law do hereby issue this certificate of
amendment and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to
be affixed the Great Seal of the State of Illinois
Done at the City of Springfield this 20th
day of February A.D. 19 07 and
of the Independence of the United States
the one hundred and 31st.

(SEAL)

Paul Powell

SECRETARY OF STATE

